

Fayez Sarofim & Co.  
Two Houston Center, Suite 2907  
Houston, Texas 77010

Gentlemen:

Pursuant to an Investment Advisory Agreement entered into by and between you and the undersigned dated 1/12, 1999 ("Advisory Agreement"), the undersigned has appointed and retained you to regularly and continuously provide investment advice and furnish a continuous investment program of recommendations as to the securities (as defined by the Securities Act of 1933, as amended) and other property held in an account ("Account") by the undersigned, that should be purchased or sold, invested or reinvested, from time to time.

With respect to the funds, securities and other properties held in the Account, the undersigned does hereby make, constitute and appoint you its true and lawful agent and attorney-in-fact for it and in its name, place and stead, to manage, control, adjust, sell or otherwise dispose of all such securities and properties and to invest or reinvest such funds or any additional funds deposited by the undersigned in the Account from time to time, or the proceeds from the sale or other disposition of any such securities or properties, or the income from or accretions to such securities and other properties, as you may in your discretion deem advisable and in the best interests of the undersigned, and you are hereby authorized and empowered to execute and deliver sell orders, purchase orders and any and all other orders, instruments and documents that may be necessary or desirable in order to carry out your duties and responsibilities in connection with the management of the Account, as provided in the Advisory Agreement; provided, however, that you shall not have any authority to hold or have possession of any funds, securities or other properties of the undersigned.

All your acts and duties and the powers hereby conferred upon you shall be carried out and exercised by and through your officers and employees in accordance with the terms of this power of attorney.

This appointment shall continue in effect until the Advisory Agreement is terminated. This appointment and the agency created hereby shall automatically terminate and be of no further force and effect in the event of its assignment by you.

Very truly yours,



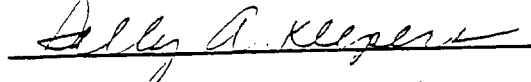
(Name)

[Redacted Address]  
Houston, Texas 77019

(Address)

January 15, 1999  
(Date)

Witness:



Note: If the power of attorney is executed by a corporation, trust or fiduciary, an appropriate certified resolution or other evidence of authority to execute the same should be returned therewith.

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